

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (KJC)
)	Jointly Administered
Debtors.)	
)	

**NOTICE FINAL APPLICATION²
OF BEVERIDGE & DIAMOND, PC
FOR COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR MAY 12, 2005 THROUGH FEBRUARY 3, 2014**

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	May 12, 2005 through February 3, 2014
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$3,631,102.91
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$51,064.16

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² This Final Fee Application includes copies of the monthly fee applications for the months of October, November and December of 2013 which are also the subject of the Thirty-Fifth Quarterly Interim Application of Beveridge & Diamond, PC for Compensation and Reimbursement of Expenses for October 1, 2013 through December 31, 2013 (being filed simultaneously with this Final Application) and the final monthly fee application for January 1, 2014 through February 3, 2014 [Docket No. 32000].

PRIOR MONTHLY APPLICATIONS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	5/1/05 – 6/30/05 ³	\$50,985.00	\$478.64	\$50,985.00	\$478.64
12/05	7/1/05 – 9/30/05 ⁴	\$97,158.75	\$2,247.55	\$97,158.75	\$2,247.55
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ⁵	\$ 57.62	\$46,587.50 ⁶	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁷	\$1,308.41	\$ 5,726.25 ⁸	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41

³ No monthly applications were filed for this period.

⁴ No monthly applications were filed for this period.

⁵ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁶ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁷ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁸ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$53,141.20	\$382.11	\$53,141.20	\$382.11
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 – 3/31/10	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 – 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 – 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	\$11,621.00	\$55.64
12/27/11	11/1/11 - 11/30/11	\$ 14,634.50	\$ 56.70	\$ 14,634.50	\$ 56.70
3/26/12	12/1/11 - 12/31/11	\$82,764.50	\$ 94.75	\$82,764.50	\$ 94.75
3/26/12	1/1/12 - 1/31/12	\$151,022.60	\$322.03	\$151,022.60	\$322.03
5/24/12	2/1/12 - 2/29/12	\$102,163.92	\$337.47	\$102,163.92	\$337.47
5/31/12	3/1/12 - 3/31/12	\$75,252.72	\$5,424.17	\$75,252.72	4,872.91
5/31/12	4/1/12 - 4/30/12	\$65,693.98	\$276.11	\$65,693.98	\$276.11
7/10/12	5/1/12 - 5/31/12	\$67,685.32	\$7,598.67	\$67,685.32	\$7,598.67
10/19/12	6/1/12 - 6/30/12	\$ 100,573.94	\$ 56.90	\$ 100,573.94	\$ 56.90
10/19/12	7/1/12 - 7/31/12	\$126,281.50	\$358.82	\$126,281.50	\$358.82
10/19/12	8/1/12 - 8/31/12	\$ 86,536.12	\$ 279.07	\$ 86,536.12	\$ 279.07
11/20/12	9/1/12 - 9/30/12	\$118,060.38	\$ 471.15	\$118,060.38	\$ 471.15
12/6/12	10/1/12 - 10/31/12	\$ 73,142.76	\$ 2,866.15	\$ 73,142.76	\$ 2,866.15
1/15/13	11/1/12 - 11/30/12	\$65,594.62	\$ 3,333.31	\$65,594.62	\$ 3,333.31
2/4/13	12/1/12 - 12/31/12	\$ 51,747.70	\$ 84.79	\$ 51,747.70	\$ 84.79
5/21/13	1/1/13 - 1/31/13 (Amended)	\$ 72,915.30	\$ 370.59	\$ 72,915.30	\$ 370.59
3/22/13	2/1/13 - 2/28/13	\$ 56,287.35	\$ 378.50	\$ 56,287.35	\$ 378.50
5/7/13	3/1/13 - 3/31/13	\$ 52,251.30	\$1,406.51	\$ 52,251.30	\$1,406.51
6/6/13	4/1/13 - 4/30/13	\$ 57,437.55	\$ 278.04	\$ 57,437.55	\$ 278.04
7/12/13	5/1/13 - 5/31/13	\$53,474.85	\$ 26.82	\$53,474.85	\$ 26.82
8/6/13	6/1/13 - 6/30/13	\$46,882.80	\$1,192.15	\$46,882.80	\$ 1,192.15
9/13/13	7/1/13 - 7/31/13	\$81,002.70	\$ 177.53	\$81,002.70	\$ 177.53
10/21/13	8/1/13 - 8/31/13	\$ 60,075.00	\$ 980.64	\$ 60,075.00	\$ 980.64
11/6/13	9/1/13 - 9/30/13	\$ 47,064.15	\$ 2,748.83	\$ 47,064.15	\$ 2,748.83
12/17/13	10/1/13 - 10/31/13	\$ 70,049.70	\$ 1,607.67	Pending	Pending
12/27/13	11/1/13 - 11/30/13	\$ 70,121.25	\$9.38	Pending	Pending
2/18/14	12/1/13 - 12/31/13	\$108,016.20	-\$1,618.76	Pending	Pending
3/18/14	1/1/14 - 1/31/14	\$ 59,678.55	\$ 278.19	Pending	Pending

CUMULATIVE COMPENSATION SUMMARY BY TASK CODE

Project Category	Total Fees Requested
Litigation and Litigation Consulting	\$3,631,102.91

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ⁹)	Case No. 01-01139 (KJC)
)	Jointly Administered
Debtors.)	
)	

**FINAL APPLICATION
OF BEVERIDGE & DIAMOND, PC
FOR COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR MAY 12, 2005 THROUGH FEBRUARY 3, 2014**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members, dated April 17, 2002 (the "Amended Administrative Order"), Amending the Court's "Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001, the law

⁹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

firm of Beveridge & Diamond PC (“B&D”) hereby files this Final Application of Beveridge & Diamond PC for Compensation and for Reimbursement of Expenses for May 12, 2005 through February 3, 2014 (the “Final Fee Application”).

By this Final Fee Application B&D seeks the final allowance of compensation in the amount of \$3,631,102.91 and reimbursement of actual and necessary expenses in the amount of \$51,064.16 for a total of \$3,682,167.07, or one hundred percent (100%) of all compensation and expense reimbursement requested, for the period May 12, 2005 through February 3, 2014 (the “Fee Period”), and payment of any unpaid portion of such fees and costs. In support of this Final Fee Application, B&D respectfully represents as follows:

Background

1. On April 2, 2001, each of the Debtors (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the following creditors’ committees: Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, and Official Committee of Asbestos Property Damage Claimants (collectively, the “Committees”). No trustee has been appointed in Debtors’ Chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On April 2, 2001, the Court entered its order that Debtors’ chapter 11 cases be consolidated for procedural purposes only and administered jointly.

4. By this Court's order dated May 3, 2001, Debtors were authorized to retain B&D as their counsel, effective as of the respective petition dates, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate B&D at B&D's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On May 3, 2001, the Court entered an Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. That order was amended by the Amended Administrative Order, signed on April 17, 2002. Pursuant to the procedures set forth in the Administrative Order and the Amended Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional. The professional is also to file a quarterly interim fee application.

Monthly Fee Applications Covered Herein

6. Prior to the filing of this Final Fee Application, monthly fee applications for the time period of May 12, 2005 through February 3, 2014 had been filed with the Court. Attached hereto as Exhibits 1 through 4 are copies of the monthly fee applications filed by B&D in the Debtors' cases which have not yet been approved by the Court.

7. The monthly fee applications covered by this Final Fee Application contain detailed daily time logs describing the actual and necessary services provided by B&D during the Fee Period as well as other detailed information required to be included in fee applications.

Requested Relief

8. By this Final Fee Application, B&D requests that the Court approve the final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by B&D from May 12, 2005 through February 3, 2014, and payment of any unpaid portion of such fees and costs. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications for the Fee Period that already have been filed with the Court. To the extent that B&D has incurred fees and expenses in addition to the foregoing, B&D reserves the right, and respectfully requests that the Court authorize B&D to file a supplemental fee application(s) by following the interim compensation procedures set forth in the Administrative Order and Amended Administrative Order and submitting a certificate of no objection and order to the Court for final approval of such fees and expenses as may be reflected in any supplemental fee application.

9. At all relevant times, B&D has been a disinterested person as that term is defined in §101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors or the Committee.

10. All services for which compensation is requested by B&D were performed for or on behalf of the Debtors and not on behalf of any committee, creditor or other person.

11. B&D has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in

connection with the matters covered by this Final Fee Application. There is no agreement or understanding between B&D and any other person other than the partners of B&D for the sharing of compensation to be received for services rendered in these cases.

12. The professional services and related expenses for which B&D requests final allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of B&D's professional responsibilities as attorneys for the Debtors in these chapter 11 cases. B&D's services have been necessary and beneficial to the Debtors and their estates, creditors and other parties in interest.


13. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by B&D is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, B&D has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and Amended Administrative Order and believes that this Final Fee Application complies with such Rule and Orders.

WHEREFORE, B&D respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the period of May 12, 2005 through February 3, 2014, a final allowance be made to B&D in the sum of \$3,631,102.91 as compensation for reasonable and necessary professional services rendered to Debtors and in the sum of \$51,064.16 for reimbursement of actual and necessary costs and expenses incurred, for a total of

\$3,682,167.07, that Debtors be authorized and directed to pay to B&D the outstanding amount of such sums; and for such other and further relief as this Court deems proper.

Dated: May 1, 2014

Beveridge & Diamond, PC

A handwritten signature in cursive script, reading "Pamela D. Marks", written over a horizontal line.

Pamela D. Marks
201 N. Charles Street
Suite 2210
Baltimore, MD 21201
Tel: 410-230-1315
Fax: 410-230-1389
Counsel for Debtors and Debtors in Possession

VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I have personally performed many of the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of B&D.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the "Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members," signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.

Pamela D Marks
Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 1 day of May, 2014.

Debora R. Melnyk
Notary Public
My Commission Expires: May 27, 2013

